

UROPLASTY INC

Form 4

January 30, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOLMAN SUSAN HARTJES

(Last) (First) (Middle)

**UROPLASTY, INC, 5420 FELTL
ROAD**

(Street)

MINNETONKA, MN 55343

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

UROPLASTY INC [UPI]

3. Date of Earliest Transaction
(Month/Day/Year)

01/29/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Sr VP Operations & Regulatory

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
common stock	01/29/2014		A	12,500	A \$ 2.65	325,180 ⁽¹⁾ (2) (3)	D
common stock	01/29/2014		A	40,000	A \$ 0.85	365,180 ⁽¹⁾ (2) (3)	D
common stock	01/29/2014		S	52,500	D \$ 4.5917 (6)	312,680 ⁽¹⁾ (2) (3)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
non-qualified stock options	\$ 5.19							02/02/2006	01/01/2015	common stock	10
non-qualified stock options	\$ 2.65	01/29/2014		M		12,500		02/02/2008 ⁽⁴⁾	02/01/2014	common stock	1
non-qualified stock options	\$ 0.85	01/29/2014		M		40,000		06/05/2009 ⁽⁴⁾	06/04/2014	common stock	4
non-qualified stock options	\$ 4.94							06/08/2011 ⁽⁵⁾	06/07/2017	common stock	6
non-qualified stock option	\$ 7.98							06/07/2012 ⁽⁵⁾	06/06/2018	common stock	4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLMAN SUSAN HARTJES UROPLASTY, INC 5420 FELTL ROAD MINNETONKA, MN 55343			Sr VP Operations & Regulatory	

Signatures

Larry E. Bakeman 01/30/2014

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Includes 1,275 shares of restricted stock subject to risk of forfeiture that will lapse June 8, 2014.

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- (2) Includes 1,575 shares of restricted stock subject to risk of forfeiture that will lapse with respect to one half of such shares on June 7, 2014 and June 7, 2015 respectively.
 - (3) Includes 9,825 shares of restricted stock subject to risk of forfeiture that lapses with respect to one third of such shares on each of the second, third and fourth anniversaries of the grant date (June 7, 2012).
 - (4) Becomes exercisable with respect to one-third of the shares on such date, and an additional, cumulative one-third on the first and second anniversary of such date.
 - (5) Becomes exercisable with respect to one-third of the shares on the first, second and third anniversaries of the grant date (the grant date being one year prior to such date).
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$4.18 to \$4.821 per share, inclusive. The reporting person undertakes to provide to Uroplasty, Inc., any security holder of Uroplasty, Inc, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote (6).
- (6)

Remarks:

Signature is on behalf of Susan Hartjes Holman

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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